

# **EXHIBIT 4**

Thomson Form 20-F

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As filed with the Securities and Exchange Commission on May 6, 2009

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 20-F

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2008
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_
- ☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 date of event requiring this shell report

Commission File Number: 001-14974

### THOMSON

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Republic of France

(Jurisdiction of incorporation or organization)

46, quai Alphonse Le Gallo  
92100 Boulogne-Billancourt - France  
(Address of principal executive offices)

Stéphane Rougeot  
Chief Financial Officer  
Thomson

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92100 Boulogne-Billancourt  
France

Tel: +33 1 41 86 50 00  
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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:

Common Stock, nominal value €3.75 per share,  
and American Depositary Shares, each representing  
one share of Common Stock

Name of each exchange on which registered:

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock

as of the close of the period covered by the Annual Report:

Common Stock, nominal value €3.75 per share: 269,890,028

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes ☐ No ☒If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934: Yes ☐ No ☒Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its Corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit

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and post such files). Yes ☐ No ☐Indicate by check mark which financial statement item the Registrant has elected to follow: Item 17 ☐ Item 18 ☒If this is an Annual Report, indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP ☐International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 ☐  
Item 18 ☐

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## 4.2 Executive Committee

### 4.2.1 Members of the Executive Committee

As of March 31, 2009, the Executive Committee comprises seven members. The following table shows their responsibilities and year of appointment.

Name of Executive Committee Member	Responsibility	Appointed
Frederic Rose	Chief Executive Officer	2008
Éric Bachellereau	Human Resources & CSR	2005
Béatrix de Russé	Licensing, Research & Innovation	2004
Andrew Levido	Business Operations and Thomson Connect (*)	2008
Vince Pizzica	Strategy, Technology & Marketing	2008
Lanny Raimondo	Technicolor Business Group	2001
Stéphane Rougeot	Chief Financial Officer	2008

(\*) Formerly "Thomson Grass Valley"

For the functioning of the Executive Committee, see Chapter 8: "Internal and external Controls Procedures", section 8.1.2: "General control environment - Group management and decision - making processes".

### Biographies of Executive Committee members

Mr. Frederic Rose took position as Chief Executive Officer starting September 1, 2008. For more information about his biography, please refer to paragraph 4.1.3.1 above.

Mr. Éric Bachellereau has been Head of Human Resources & CSR since January 2009. He joined Thomson as Head of Human Resources in September 2005. In 2004 and 2005, Mr. Éric Bachellereau was Senior Vice President in charge of Management Development of the Arcelor Group, and HR Director of the Stainless Steel Division in Paris and Luxembourg. Previously, he was Vice President for Thomson's Human Resources, in charge of Thomson TVAA and corporate functions worldwide from 1999 to January 2004. Mr. Éric Bachellereau was Vice President, Human Resources with Alcatel-Alsthom (89-99) and Human Resources manager with FNAC Paris (83-89). Mr. Éric Bachellereau holds a degree in social sciences from F. Rabelais University (Tours).

Mrs. Béatrix de Russé was appointed Head of Licensing, Research & Innovation in 2008, after holding the position of Head of Intellectual Property and Licensing since February 2004. Prior to this and since 1999, she was Head of Licensing. From 1993 to 1999 she was successively Head of Licensing, then Head of Patents and Licensing for Thomson. From 1984 to 1992, Mrs. Béatrix de Russé was in charge of international contracts and Intellectual Property at Thomson Components and STMicroelectronics, where she specialized in Intellectual Property matters. From 1976 to 1983, she worked as an international attorney at the international division of Thalès (former Thomson CSF). Mrs. Béatrix de Russé holds a Master's degree in law and DESS in International Trade law as well as a Master's degree in English and a CDCI diploma.

Mr. Andrew Levido is Head of Business Operations and Thomson Connect formerly "Thomson Grass Valley". He was formerly in charge of operations at Alcatel-Lucent, overseeing the financial and operational performance of the EMEA and APAC regions. Mr. Andrew Levido has lived and worked in both Asia and Europe. He has held several senior positions with Alcatel, including COO for the APAC region, Country Leader for Hong Kong and Australasia, and General Manager of Alcatel's Integration and Services activities in Australasia. Mr. Andrew Levido has 20 years experience in the technology sector, working for a number of major companies including Siemens, GEC Plessey and Exicom. He holds a Bachelor of Engineering from the University of Technology, Sydney, and an MBA from Macquarie University.

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Mr. Vince Pizzica is Head of Strategy, Technology & Marketing. Mr. Vince Pizzica was recently special advisor to the COO of Telstra on Mediacomms technology and prior to

At December 31, 2008, the Group had 199 consolidated subsidiaries, of which 168 were located outside France and 31 in France (see notes 5 and 40 to the Group's consolidated financial statements).

### 6.7.1 Parent Company

At December 31, 2008, Thomson SA ("the Parent Company") had 575 employees. It principally performs corporate activities (such as finance, communications, legal, human resources), most of which are located in France, although some of the corporate functions are decentralized to the United States and Asia.

### 6.7.2 Organization of the Group's Subsidiaries

The subsidiaries are organized based on the following principles:

- the organization of the Group's corporate entities does not strictly mirror the structure of its business segments, since one corporate entity may house business activities belonging to different segments;
- the Group's aim is to have one "parent" unit per country, as is already the case in the U.S., Italy, The Netherlands, Japan and Germany, while reorganizations are underway in Canada and are almost finalized in the U.K.;
- the Group combines, merges, sells and terminates subsidiaries as it deems necessary and when permitted by law.

### 6.7.3 Main flows between the Parent Company and the Group's subsidiaries

The Company centralizes a large part of external financing of the Group and advances the funds obtained to its subsidiaries through loans and current account contracts.

The Company also promotes consolidation of cash-pooling whenever the establishment of such structures is feasible. Thus, the Company directly or indirectly ensures the consolidation and the treasury financing of its main subsidiaries.

In addition, the Company provides administrative support and technical assistance services to the Group's subsidiaries and invoices such services through "management fees" contracts.

The Company also grants, through its fully-owned subsidiaries Thomson Licensing SAS and Technicolor Trademark Management SAS, rights to use its trademarks, patents and know-how to the Group's subsidiaries.

### 6.7.4 Principal Group Subsidiaries

The Group's principal subsidiaries as of December 31, 2008 are described below. They have been selected based on their contribution to the Group's net income, value of their assets, carrying amount of the investment held by the Group and the relevance of their business to the Group.

#### Thomson Multimedia Sales International SAS and Gallo 8 (France)

At December 31, 2008, Thomson Multimedia Sales International SAS was directly owned by the Parent Company and Gallo 8 was indirectly owned by the Parent Company. Those subsidiaries function purely as a holding company.

Thomson Multimedia Sales International SAS and Gallo 8 are fully consolidated in the Group's consolidated financial statements (please refer to Note 40 in Chapter 10: "Thomson Consolidated Financial Statements").

#### Thomson, Inc. (U.S.)

At December 31, 2008, Thomson Inc. was wholly-owned by the Parent Company. This subsidiary owns other U.S. subsidiaries active across all the Group's business divisions and itself houses activities, notably in the Thomson Grass Valley Division, and Corporate functions (please refer to Chapter 2: "Information on the Company", section 2.2: "Business Overview" for further information).

Thomson Inc. did not pay any dividend to the Parent Company in 2008.

Thomson Inc. is fully consolidated in the Group's consolidated financial statements (please refer to Note 40 in Chapter 10: "Thomson Consolidated Financial Statements").

#### Thomson Telecom SAS (France)

At December 31, 2008, Thomson Telecom SAS was indirectly owned by the Parent Company. This subsidiary houses the bulk of the Access Products activities of the Thomson Grass Valley Division (for more information about this subsidiary's activities, please refer to Chapter 2: "Information on the Company", section 2.2.2: "Thomson Grass Valley, formerly Systems" for further information).